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Of Counsel:
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April 11, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Max Resources, Incorporated

FILED
97 APR 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
600002142148-0
-04/14/97-01086-006
*****35.00 *****35.00

Dear Madam or Sir:

Enclosed for filing with the Secretary of State is an executed Resignation of Registered Agent and this firm's check in the amount of \$35.00 for the filing fee in connection with the above-referenced corporation.

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,



Kyle L. White
Legal Assistant to
Aaron J. Gorovitz

RA resig

KLW:bb
Enclosures

VS APR 17 1997

RESIGNATION OF REGISTERED AGENT

FILED
97 APR 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, AARON J. GOROVITZ, hereby resign as Registered Agent of MAX RESOURCES, INCORPORATED, Charter No. M70974, whose last registered office is located at 225 Milford Haven Cove, Longwood, Florida 32779 and whose charter was revoked for failure to file its 1991 Annual Report, said resignation to be effective seven (7) days from the date hereof.

I hereby certify that on this 10th day of April, 1997, I have mailed a copy of this notice to Max Resources, Inc. by Certified Mail-Return Receipt Requested at 225 Milford Haven Cove, Longwood, Florida 32779.

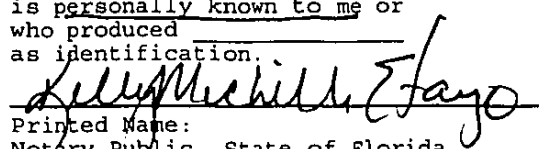


Aaron J. Gorovitz

STATE OF FLORIDA
COUNTY OF Orange

Sworn to and subscribed
before me this 10th day
of April, 1997 by

_____, who
is personally known to me or
who produced
as identification.


Printed Name: _____
Notary Public, State of Florida
Commission Number: _____
My Commission Expires: _____



Kelly Michelle Etayo
MY COMMISSION # CC533292 EXPIRES
March 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.